

Limited Liability Companies

To determine if a Limited Liability Company (L.L.C.) qualifies as a citizen of the United States, its member's citizenship is measured against the citizenship definitions established by Title 49, U.S.C., 40102(a)(15)(A),(B), & (C), and its management structure is measured against 40102(a)(15)(C), which provide as follows:

“citizen of the United States” means -

- (A) an individual who is a citizen of the United States;
- (B) a partnership each of whose partners is an individual who is a citizen of the United States; or
- (C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, and in which at least 75 percent of the voting interest is owned or controlled by persons that are citizens of the United States.

When submitting documents to register in the name of an L.L.C., one of the following must also be submitted:

- (a) A copy of the document evidencing the organization of the L.L.C. (e.g., Certificate of Formation, Articles of Organization, or Operating Agreement). The submitted document must include the name of each of the members and clearly state whether management of the L.L.C. is vested in its members, in a manager, in its officers. The citizenship of each member, manager or officer is also required and may be provided, in either a cover letter or separate statement; OR,
- (b) A written representation that states how the L.L.C. qualifies as a citizen of the United States that is signed by and shows the title of a person with this knowledge. A satisfactory statement will include the following information and representations:
 1. The full name of the L.L.C.
 2. The State in which the L.L.C. is lawfully organized.
 3. The date the L.L.C. was legally formed or organized.
 4. The Name of each of the members of the L.L.C. and their type of entity (i.e., individual, corporation, partnership, L.L.C.). NOTE: If a general or limited partnership is involved in the L.L.C. as a member, manager, or officer, the statement should represent whether the partnership is comprised entirely of individuals (natural persons).
 5. Whether the L.L.C. is managed by its members, or by a manager(s) or officer(s). NOTE: Show the title that will be used to sign all documents.
 6. The name of the manager(s) or officer(s), if applicable, and type of entity if other than a natural person.
 7. Whether the members, manager(s), or officer(s) may act independently. NOTE: A non-citizen member or manager may not act independently in a management capacity.
 8. A description as to how each legal entity within the L.L.C. structure supports a determination that the L.L.C. is a citizen of the United States as required by 49 U.S.C. 40102(a)(15). NOTE: If a partnership is involved in the L.L.C., the statement must represent the citizenship of each partner.

If the applicant L.L.C. includes a member or manager that is also an L.L.C., the above documentation must also be provided for the member L.L.C.

If the management of the L.L.C. changes at a later date (e.g., originally managed by the members, but now by a manager), the L.L.C. must provide written notice of the change to the Registry. This may be submitted in the form of a written statement, a copy of minutes of a meeting, an amended operating agreement, etc. The submitted document must explain any changes or additions made and give the effective date of those changes or additions.